

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

DELPHI CORPORATION, *et al.*,

Case No. 05-44481 (RDD)  
(Jointly Administered)

Debtor.

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**CLAIMS ASSIGNMENT AND TRANSFER AGREEMENT**

Attached is the Claims Assignment and Transfer Agreement between Metal Seal & Products, Inc. and CF Special Situation Fund 1 LP.

November 10, 2006

Respectfully submitted,

/s/Scott N. Opincar

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COUNSEL FOR CF SPECIAL SITUATION FUND 1 LP